

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	Chapter 11
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1200 Wego LLC,	)	Case No. 23-90170 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
1227 Veterans, LLC,	)	Case No. 23-90173 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
	)	
1308 Jefferson Davis LLC,	)	Case No. 23-90183 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
	)	
13289 Old Hammond Highway LLC,	)	Case No. 23-90244 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
1600 Manhattan Blvd, LLC,	)	Case No. 23-90186 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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2601 Gen. Degaulle LLC,	)	Case No. 23-90191 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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2698 Barataria Blvd LLC,	)	Case No. 23-90197 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
	)	
2701 Canal Street LLC,	)	Case No. 23-90199 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
	)	
2850 Belle Chasse Hgwy LLC,	)	Case No. 23-90203 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
300 Lee Drive LLC,	)	Case No. 23-90167 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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3049 Loyola Drive LLC,	)	Case No. 23-90208 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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4115 Airline Hgwy., LLC,	)	Case No. 23-90209 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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4408 S. I-10 Service Road LLC,	)	Case No. 23-90212 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
	)	
4520 Jefferson Highway LLC,	)	Case No. 23-90215 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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4662 GDD LLC,	)	Case No. 23-90219 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
4915 Westbank Expwy LLC,	)	Case No. 23-90222 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
4940 Groom Road, L.L.C.,	)	Case No. 23-90226 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
5310 Flannery Road, LLC,	)	Case No. 23-90232 (DRJ)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
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798 Jean Lafitte, L.L.C.,	)	Case No. 23-90169 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
8692 River Road, LLC,	)	Case No. 23-90233 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
9410 Greenwell Springs, LLC,	)	Case No. 23-90238 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
Alabama Terminal Property, LLC,	)	Case No. 23-90221 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Avondale Brothers No 128 LLC,	)	Case No. 23-90247 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Avondale Investments, L.L.C.,	)	Case No. 23-90251 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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B&T Petroleum LLC,	)	Case No. 23-90225 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Brothers Belle Chasse, L.L.C.,	)	Case No. 23-90257 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Brothers Carol Sue, LLC,	)	Case No. 23-90262 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Brothers Expressway, Inc.,	)	Case No. 23-90150 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Brothers I-10 Service Road, Inc.,	)	Case No. 23-90154 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
	)	
Brothers Petroleum, L.L.C.,	)	Case No. 23-90267 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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Brothers Stonebridge, Inc.,	)	Case No. 23-90158 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Brothers Terry Parkway, Inc.,	)	Case No. 23-90159 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Consolidated HR Services LLC,	)	Case No. 23-90228 (DRJ)
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In re:	)	Chapter 11
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Crowder Brothers, LLC,	)	Case No. 23-90280 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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Exxon General Degaulle, LLC,	)	Case No. 23-90282 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Gause Operation, L.L.C.,	)	Case No. 23-90284 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Jamie Boulevard, LLC,	)	Case No. 23-90286 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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Lapalco Brothers No. 125, LLC,	)	Case No. 23-90274 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
Madison Auto Truck Plaza and Lucky Dollar	)	Case No. 23-90218 (DRJ)
Casino, LLC,	)	
	)	
Debtor.	)	
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In re:	)	Chapter 11
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MEX Fuels LLC,	)	Case No. 23-90234 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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MEX Fuels NE LLC,	)	Case No. 23-90235 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels NE-IL LLC,	)	Case No. 23-90237 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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MEX Fuels NE-IN LLC,	)	Case No. 23-90240 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels NE-KY LLC,	)	Case No. 23-90242 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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MEX Fuels NE-NJ LLC,	)	Case No. 23-90245 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels NE-NY LLC,	)	Case No. 23-90248 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels NE-OH LLC,	)	Case No. 23-90249 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels NW LLC,	)	Case No. 23-90250 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels NW-IA LLC,	)	Case No. 23-90254 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels NW-MO LLC,	)	Case No. 23-90256 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels SE LLC,	)	Case No. 23-90258 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels SE-GA LLC,	)	Case No. 23-90265 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels SE-MS LLC,	)	Case No. 23-90269 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels SE-TN LLC,	)	Case No. 23-90276 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels SW LLC,	)	Case No. 23-90283 (DRJ)
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MEX Fuels SW-LA LLC,	)	Case No. 23-90288 (DRJ)
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In re:	)	Chapter 11
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MEX Fuels SW-OK LLC,	)	Case No. 23-90289 (DRJ)
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In re:	)	Chapter 11
	)	
MEX North Alabama, LLC,	)	Case No. 23-90214 (DRJ)
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In re:	)	Chapter 11
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MEX RE Holdings LLC,	)	Case No. 23-90165 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NE LLC,	)	Case No. 23-90174 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NE-IN LLC,	)	Case No. 23-90187 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NE-NJ LLC,	)	Case No. 23-90188 (DRJ)
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MEX RE-NE-NY LLC,	)	Case No. 23-90189 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NE-NY-LI LLC,	)	Case No. 23-90196 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NE-OH LLC,	)	Case No. 23-90201 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NE-PA LLC,	)	Case No. 23-90205 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NW LLC,	)	Case No. 23-90213 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NW-IA LLC,	)	Case No. 23-90217 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NW-KS LLC,	)	Case No. 23-90223 (DRJ)
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MEX RE-NW-MN LLC,	)	Case No. 23-90230 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NW-MO LLC,	)	Case No. 23-90236 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NW-ND LLC,	)	Case No. 23-90241 (DRJ)
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In re:	)	Chapter 11
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MEX RE-NW-WI LLC,	)	Case No. 2390253 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SE LLC,	)	Case No. 23-90259 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SE-AL LLC,	)	Case No. 23-90260 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SE-FL LLC,	)	Case No. 23-90261 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SE-GA LLC,	)	Case No. 23-90263 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SE-MS LLC,	)	Case No. 23-90268 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SE-NC LLC,	)	Case No. 23-90271 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SE-SC LLC,	)	Case No. 23-90272 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SE-TN LLC,	)	Case No. 23-90273 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SW LLC,	)	Case No. 23-90275 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SW-AR LLC,	)	Case No. 23-90277 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SW-LA LLC,	)	Case No. 23-90278 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SW-OK LLC,	)	Case No. 23-90279 (DRJ)
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In re:	)	Chapter 11
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MEX RE-SW-TX LLC,	)	Case No. 23-90281 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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Mississippi MEX Company, LLC,	)	Case No. 23-90211 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
	)	
Mountain Express Baking and Coffee Co.,	)	Case No. 23-90285 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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Mountain Express Ethanol Company,	)	Case No. 23-90207 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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Mountain Express Oil Company,	)	Case No. 23-90147 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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Mountain Express Oil Company Southeast, LLC,	)	Case No. 23-90210 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
Newton Brothers, Inc.,	)	Case No. 23-90164 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
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South Claiborne Operation LLC,	)	Case No. 23-90287 (DRJ)
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In re:	)	Chapter 11
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Spartan Tank Management LLC,	)	Case No. 23-90204 (DRJ)
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In re:	)	Chapter 11
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Star Mountain Express, LLC,	)	Case No. 23-90146 (DRJ)
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In re:	)	Chapter 11
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Texas MEX Limited Company, LLC,	)	Case No. 23-90145 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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Webster P II L.L.C.,	)	Case No. 23-90172 (DRJ)
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In re:	)	Chapter 11
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WebsterP L.L.C.,	)	Case No. 23-90168 (DRJ)
	)	
Debtor.	)	
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In re:	)	Chapter 11
	)	
West Hill Ranch Group LLC,	)	Case No. 2390176 (DRJ)
	)	
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In re:	)	Chapter 11
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WHRG Retail Ops LLC,	)	Case No. 23-90148 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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WHRG TC LLC,	)	Case No. 23-90180 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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WHRG TC-NE LLC,	)	Case No. 23-90184 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-NE-PA LLC,	)	Case No. 23-90190 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-NW LLC,	)	Case No. 23-90193 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-NW-IA LLC,	)	Case No. 23-90195 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-NW-KS LLC,	)	Case No. 23-90149 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-NW-MO LLC,	)	Case No. 23-90153 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-NW-ND LLC,	)	Case No. 23-90156 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-NW-WY LLC,	)	Case No. 23-90160 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-SE LLC,	)	Case No. 23-90162 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-SE-AL LLC,	)	Case No. 23-90171 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-SE-SC LLC,	)	Case No. 23-90179 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-SW LLC,	)	Case No. 23-90155 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-SW-AR LLC,	)	Case No. 23-90181 (DRJ)
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In re:	)	Chapter 11
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WHRG TC-SW-LA LLC,	)	Case No. 23-90182 (DRJ)
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In re:	)	Chapter 11
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WHRG-LA, LLC,	)	Case No. 23-90161 (DRJ)
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In re:	)	Chapter 11
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WHRG-LA2, LLC,	)	Case No. 23-90200 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NE LLC,	)	Case No. 23-90185 (DRJ)
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WHRGOPS NE-NY LLC,	)	Case No. 23-90192 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NE-NY-LI LLC,	)	Case No. 23-90194 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NE-PA LLC,	)	Case No. 23-90198 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NW LLC,	)	Case No. 23-90202 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NW-IA LLC,	)	Case No. 23-90206 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NW-IA-WIA LLC,	)	Case No. 23-90216 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NW-KS LLC,	)	Case No. 23-90220 (DRJ)
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WHRGOPS NW-MI LLC,	)	Case No. 23-90224 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NW-MO LLC,	)	Case No. 23-90227 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NW-MO-NMO LLC,	)	Case No. 23-90229 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS NW-WI LLC,	)	Case No. 23-90231 (DRJ)
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Debtor.	)	
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In re:	)	Chapter 11
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WHRGOPS NW-WI-NWI LLC,	)	Case No. 23-90239 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SE LLC,	)	Case No. 23-90243 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SE-AL-NORTH LLC,	)	Case No. 23-90246 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SE-MS LLC,	)	Case No. 23-90252 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SE-MS-JACKSON LLC,	)	Case No. 23-90255 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SE-SC LLC,	)	Case No. 23-90264 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SE-TN LLC,	)	Case No. 23-90266 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SE-TN-WTN LLC,	)	Case No. 23-90270 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SW LLC,	)	Case No. 23-90151 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SW-AR LLC,	)	Case No. 23-90152 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SW-AR-NWAR LLC,	)	Case No. 23-90157 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SW-OK LLC,	)	Case No. 23-90163 (DRJ)
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In re:	)	Chapter 11
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WHRGOPS SW-OK-OKC LLC,	)	Case No. 23-90166 (DRJ)
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Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
WHRGOPS SW-TX LLC,	)	Case No. 23-90175 (DRJ)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
WHRGOPS SW-TX-DALLAS LLC,	)	Case No. 23-90177 (DRJ)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
WHRGOPS SW-TX-STX LLC,	)	Case No. 23-90178 (DRJ)
	)	
Debtor.	)	
	)	

**DEBTORS' EMERGENCY MOTION FOR ORDER  
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

**Emergency relief has been requested. Relief is requested not later than March 22, 2023.**

**If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding**

**paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.**

**A hearing will be conducted on this matter on March 22, 2023, at 3:30 (prevailing Central Time). Participation at the hearing will only be permitted by an audio and video connection.**

**Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Jones's conference room number is 205691. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Jones's homepage. The meeting code is "JudgeJones". Click the settings icon in the upper right corner and enter your name under the personal information setting.**

**Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on JudgeJones's homepage. Select the case name, complete the required fields and click "Submit" to complete your appearance.**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") state the following in support of this motion (this "Motion"):

### **RELIEF REQUESTED**

1. By this Motion, the Debtors respectfully request entry of an order, substantially in the form attached hereto (the "Order"), (a) directing procedural consolidation and joint administration of these Chapter 11 Cases and (b) granting related relief.

2. Specifically, the Debtors request that one file and one docket be maintained for all of the jointly administered cases under the case of Debtor Mountain Express Oil Company, and that the cases be administered under a consolidated caption as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	Chapter 11
MOUNTAIN EXPRESS OIL COMPANY, et al.,	)	Case No. 23-90147 (DRJ)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	

<sup>1</sup> A complete list of each of the Debtors in these Chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at [www.kccllc.net/mountainexpressoil](http://www.kccllc.net/mountainexpressoil). The location of Debtor Mountain Express Oil Company's principal place of business and the Debtors' service address in these Chapter 11 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

3. The Debtors further request that this Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code (as defined below).

4. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than Debtor Mountain Express Oil Company to reflect the joint administration of these Chapter 11 Cases:

An order (the "Joint Administration Order") has been entered in this case directing the joint administration of the chapter 11 cases listed below for procedural purposes only. **The docket in Case No. 23-90147 should be consulted for all matters affecting these cases, and all further pleadings and other papers shall be filed in and all further docket entries shall be made in such case.** The following chapter 11 cases are jointly administered pursuant to the Joint Administration Order: Mountain Express Oil Company [Case No. 23-90147]; 1200 Wego LLC [Case No. 23-90170]; 1227 Veterans, LLC [Case No. 23-90173]; 1308 Jefferson Davis LLC [Case No. 23-90183]; 13289 Old Hammond Highway LLC [Case No. 23-90244]; 1600 Manhattan Blvd, LLC [Case No. 23-90186]; 2601 Gen. Degaulle LLC [Case No. 23-90191]; 2698 Baratara Blvd LLC [Case No. 23-90197]; 2701 Canal Street LLC [Case No. 23-90199]; 2850 Belle Chasse Hgwy LLC [Case No. 23-90203]; 300 Lee Drive LLC [Case No. 23-90167]; 3049 Loyola Drive LLC [Case No. 23-90208]; 4115 Airline Hgwy., LLC [Case No. 23-90209]; 4408 S. I-10 Service Road LLC [Case No. 23-90212]; 4520 Jefferson Highway LLC [Case No. 23-90215]; 4662 GDD LLC [Case No. 23-90219]; 4915 Westbank Expwy LLC [Case No. 23-90222]; 4940 Groom Road, L.L.C. [Case No. 23-90226]; 5310 Flannery Road, LLC [Case No. 23-90232]; 798 Jean Lafitte, L.L.C. [Case No. 23-90169]; 8692 River Road, LLC [Case No. 23-90233]; 9410 Greenwell Springs, LLC [Case No. 23-90238]; Alabama Terminal Property, LLC [Case No. 23-90221]; Avondale Brothers No 128 LLC [Case No. 23-90247]; Avondale

Investments, L.L.C. [Case No. 23-90251]; B&T Petroleum LLC [Case No. 23-90225]; Brothers Belle Chasse, L.L.C. [Case No. 23-90257]; Brothers Carol Sue, LLC [Case No. 23-90262]; Brothers Expressway, Inc. [Case No. 23-90150]; Brothers I-10 Service Road, Inc. [Case No. 23-90154]; Brothers Petroleum, L.L.C. [Case No. 23-90267]; Brothers Stonebridge, Inc. [Case No. 23-90158]; Brothers Terry Parkway, Inc. [Case No. 23-90159]; Consolidated HR Services LLC [Case No. 23-90228]; Crowder Brothers, LLC [Case No. 23-90280]; Exxon General Degaulle, LLC [Case No. 23-90282]; Gause Operation, L.L.C. [Case No. 23-90284]; Jamie Boulevard, LLC [Case No. 23-90286]; Lapalco Brothers No. 125, LLC [Case No. 23-90274]; Madison Auto Truck Plaza and Lucky Dollar Casino, LLC [Case No. 23-90218]; MEX Fuels LLC [Case No. 23-90234]; MEX Fuels NE LLC [Case No. 23-90235]; MEX Fuels NE-IL LLC [Case No. 23-90237]; MEX Fuels NE-IN LLC [Case No. 23-90240]; MEX Fuels NE-KY LLC [Case No. 23-90242]; MEX Fuels NE-NJ LLC [Case No. 23-90245]; MEX Fuels NE-NY LLC [Case No. 23-90248]; MEX Fuels NE-OH LLC [Case No. 23-90249]; MEX Fuels NW LLC [Case No. 23-90250]; MEX Fuels NW-IA LLC [Case No. 23-90254]; MEX Fuels NW-MO LLC [Case No. 23-90256]; MEX Fuels SE LLC [Case No. 23-90258]; MEX Fuels SE-GA LLC [Case No. 23-90265]; MEX Fuels SE-MS LLC [Case No. 23-90269]; MEX Fuels SE-TN LLC [Case No. 23-90276]; MEX Fuels SW LLC [Case No. 23-90283]; MEX Fuels SW-LA LLC [Case No. 23-90288]; MEX Fuels SW-OK LLC [Case No. 23-90289]; MEX North Alabama, LLC [Case No. 23-90214]; MEX RE Holdings LLC [Case No. 23-90165]; MEX RE-NE LLC [Case No. 23-90174]; MEX RE-NE-IN LLC [Case No. 23-90187]; MEX RE-NE-NJ LLC [Case No. 23-90188]; MEX RE-NE-NY LLC [Case No. 23-90189]; MEX RE-NE-NY-LI LLC [Case No. 23-90196]; MEX RE-NE-OH LLC [Case No. 23-90201]; MEX RE-NE-PA LLC [Case No. 23-90205]; MEX RE-NW LLC [Case No. 23-90213]; MEX RE-NW-IA LLC [Case No. 23-90217]; MEX RE-NW-KS LLC [Case No. 23-90223]; MEX RE-NW-MN LLC [Case No. 23-90230]; MEX RE-NW-MO LLC [Case No. 23-90236]; MEX RE-NW-ND LLC [Case No. 23-90241]; MEX RE-NW-WI LLC [Case No. 23-90253]; MEX RE-SE LLC [Case No. 23-90259]; MEX RE-SE-AL LLC [Case No. 23-90260]; MEX RE-SE-FL LLC [Case No. 23-90261]; MEX RE-SE-GA LLC [Case No. 23-90263]; MEX RE-SE-MS LLC [Case No. 23-90268]; MEX RE-SE-NC LLC [Case No. 23-90271]; MEX RE-SE-SC LLC [Case No. 23-90272]; MEX RE-SE-TN LLC [Case No. 23-90273]; MEX RE-SW LLC [Case No. 23-90275]; MEX RE-SW-AR LLC [Case No. 23-90277]; MEX RE-SW-LA LLC [Case No. 23-90278]; MEX RE-SW-OK LLC [Case No. 23-90279]; MEX RE-SW-TX LLC [Case No. 23-90281]; Mississippi MEX Company, LLC [Case No. 23-90211]; Mountain Express Baking and Coffee Co. [Case No. 23-90285]; Mountain Express Ethanol Company [Case No. 23-90207]; Mountain Express Oil Company Southeast, LLC [Case No. 23-90210]; Newton Brothers, Inc. [Case No. 23-90164]; South Claiborne Operation LLC [Case No. 23-90287]; Spartan Tank Management LLC [Case No. 23-90204]; Star Mountain Express, LLC [Case No. 23-90146]; Texas MEX Limited Company, LLC [Case No. 23-90145]; Webster P II L.L.C. [Case No. 23-90172]; WebsterP L.L.C. [Case No. 23-90168]; West Hill Ranch Group LLC [Case No. 23-90176]; WHRG Retail Ops LLC [Case No. 23-90148]; WHRG TC LLC [Case No. 23-



90180]; WHRG TC-NE LLC [Case No. 23-90184]; WHRG TC-NE-PA LLC [Case No. 23-90190]; WHRG TC-NW LLC [Case No. 23-90193]; WHRG TC-NW-IA LLC [Case No. 23-90195]; WHRG TC-NW-KS LLC [Case No. 23-90149]; WHRG TC-NW-MO LLC [Case No. 23-90153]; WHRG TC-NW-ND LLC [Case No. 23-90156]; WHRG TC-NW-WY LLC [Case No. 23-90160]; WHRG TC-SE LLC [Case No. 23-90162]; WHRG TC-SE-AL LLC [Case No. 23-90171]; WHRG TC-SE-SC LLC [Case No. 23-90179]; WHRG TC-SW LLC [Case No. 23-90155]; WHRG TC-SW-AR LLC [Case No. 23-90181]; WHRG TC-SW-LA LLC [Case No. 23-90182]; WHRG-LA, LLC [Case No. 23-90161]; WHRG-LA2, LLC [Case No. 23-90200]; WHRGOPS NE LLC [Case No. 23-90185]; WHRGOPS NE-NY LLC [Case No. 23-90192]; WHRGOPS NE-NY-LI LLC [Case No. 23-90194]; WHRGOPS NE-PA LLC [Case No. 23-90198]; WHRGOPS NW LLC [Case No. 23-90202]; WHRGOPS NW-IA LLC [Case No. 23-90206]; WHRGOPS NW-IA-WIA LLC [Case No. 23-90216]; WHRGOPS NW-KS LLC [Case No. 23-90220]; WHRGOPS NW-MI LLC [Case No. 23-90224]; WHRGOPS NW-MO LLC [Case No. 23-90227]; WHRGOPS NW-MO-NMO LLC [Case No. 23-90229]; WHRGOPS NW-WI LLC [Case No. 23-90231]; WHRGOPS NW-WI-NWI LLC [Case No. 23-90239]; WHRGOPS SE LLC [Case No. 23-90243]; WHRGOPS SE-AL-NORTH LLC [Case No. 23-90246]; WHRGOPS SE-MS LLC [Case No. 23-90252]; WHRGOPS SE-MS-JACKSON LLC [Case No. 23-90255]; WHRGOPS SE-SC LLC [Case No. 23-90264]; WHRGOPS SE-TN LLC [Case No. 23-90266]; WHRGOPS SE-TN-WTN LLC [Case No. 23-90270]; WHRGOPS SW LLC [Case No. 23-90151]; WHRGOPS SW-AR LLC [Case No. 23-90152]; WHRGOPS SW-AR-NWAR LLC [Case No. 23-90157]; WHRGOPS SW-OK LLC [Case No. 23-90163]; WHRGOPS SW-OK-OKC LLC [Case No. 23-90166]; WHRGOPS SW-TX LLC [Case No. 23-90175]; WHRGOPS SW-TX-DALLAS LLC [Case No. 23-90177]; WHRGOPS SW-TX-STX LLC [Case No. 23-90178].

### **JURISDICTION AND VENUE**

5. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court.

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The bases for the relief requested herein are sections 105(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rules 1015(b) and 7008, and Rules 1015-1,

1075-1, and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Local Rules”).

### **GENERAL BACKGROUND**

8. On the date hereof (the “Petition Date”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

9. Founded in 2000 and based in Alpharetta, Georgia, the Debtors are a recognized leader in the fuel distribution and retail convenience industry. As one of the largest fuel distributors in the American South, the Debtors serve 828 Fueling Centers and 27 Travel Centers across 27 states. The Debtors enjoy trusted relationships with every major oil company including ExxonMobil, BP, Shell, Chevron, Texaco, and Sunoco and have obtained Regal Status with Chevron, Platinum Status with ExxonMobil, and entered a Joint Venture with Pilot/Flying J to become the largest Pilot Dealer in the United States. Since 2013, the Debtors have distributed over 1.1 billion gallons of fuel.

10. Additional information regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the *Declaration of Michael Healy in Support of Debtors’ Chapter 11 Petitions and First Day Relief* (the “First Day Declaration”),<sup>1</sup> which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

**BASIS FOR RELIEF**

11. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” FED. R. BANKR. P. 1015. The Debtor entities that commenced these Chapter 11 Cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Furthermore, Local Rule 1015-1 provides additional authority for the Court to order joint administration of these Chapter 11 Cases for procedural purposes.

12. Joint administration for procedural purposes only is appropriate in the Debtors’ cases. Given the integrated nature of the Debtors’ operations, joint administration will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these Chapter 11 Cases will affect each of the 144 Debtor entities. Joint administration as requested herein will allow the U.S. Trustee and all parties in interest to monitor these Chapter 11 Cases efficiently and with greater ease, as all filings will be available on one docket rather than across multiple dockets.

13. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. In fact, parties in interest will benefit from the cost reductions associated with the joint administration of these Chapter 11 Cases. The entry of an order directing joint administration will reduce fees and costs by avoiding duplicative filings. Parties in interest will still receive notices as required in the Bankruptcy Rules and the Local Rules or pursuant to this Court’s orders. Accordingly, the Debtors submit that the joint administration of these Chapter 11 Cases is in the best interests of their estates, their creditors, and all other parties in interest.

### **EMERGENCY CONSIDERATION**

14. The Debtors request emergency consideration of the Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” An immediate and orderly transition into chapter 11 is critical to the viability of the Debtors’ operations and that any delay in granting the relief requested could hinder such operations and cause irreparable harm. This Motion requests relief from procedural rules and requirements that pertain to matters of immediate significance or which involve deadlines sooner than 21 days after the Petition Date. The requested relief will save costs and avoid undue administrative burden and confusion only if granted before the applicable deadlines. The Debtors have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 and request that the Court approve the relief requested herein on an emergency basis.

### **NOTICE**

15. Notice of the hearing on the relief requested in this Motion will be provided by the Debtors in accordance and compliance with Bankruptcy Rules and Local Rules. The Debtors will provide notice of this motion to the following: (a) the U.S. Trustee for the Southern District of Texas; (b) the holders of the 40 largest unsecured claims against the Debtors (on a consolidated basis); (c) the Debtors’ Prepetition Lenders and their counsel (if known); (d) the Prepetition Agent and its counsel; (e) Oak Street and its counsel; (f) the parties holding secured claims against the Debtors; (g) the United States Attorney’s Office for the Southern District of Texas; (h) the Internal Revenue Service; (i) the United States Securities and Exchange Commission; (j) the state attorneys general for states in which the Debtors conduct business; (k) governmental agencies having a regulatory or statutory interest in these cases; and (l) any party that has requested notice pursuant

to Bankruptcy Rule 2002 and Bankruptcy Local Rule 9013-1(d). No other or further notice is needed in light of the nature of the relief requested.

*[Remainder of Page Intentionally Left Blank]*

**CONCLUSION**

**WHEREFORE**, the Debtors request that the Court enter the attached Order granting the relief requested herein and such other and further relief as may be just and proper under the circumstances.

Dated: March 18, 2023

**PACHULSKI STANG ZIEHL & JONES LLP**

*/s/ Michael D. Warner*

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*Proposed Counsel to the Debtors and Debtors in Possession*

**Certificate of Accuracy**

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Michael D. Warner

Michael D. Warner

**Certificate of Service**

I certify that on March 18, 2023, I caused a copy of the foregoing document to be served via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Michael D. Warner

Michael D. Warner